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No.   
 Date JUN 10 1977   
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ICC Washington, D. C.



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FEE OPERATION BR.

June 1, 1977

Hon. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

8797-A, B, C, D

JUN 10 1977-1 PM

INTERSTATE COMMERCE COMMISSION

RE: Lease Agreement dated as of April 4, 1977, filed  
with the ICC on April 27, 1977 at 12:45 p.m. and assigned  
recordation number 8797.

Dear Sir:

Enclosed for filing with and recording by the Interstate  
Commerce Commission are six (6) counterparts each of  
Equipment Schedules No. 3, 4, 5 and 6 to the above reference  
Lease Agreement dated as of April 4, 1977, between SSI Rail  
Corp., Two Embarcadero Center, San Francisco, California,  
94111, Lessor, and Alabama State Docks Department, an Agency  
of the State of Alabama, Doing Business As Terminal Railway,  
Alabama State Docks, P. O. Box 1588, Mobile, Alabama, 36601,  
Lessee. The Lease Agreement covered 200 50'6", 70-ton  
capacity, general service, single-sheath boxcars, numbered  
TASD 77001 through 77200, inclusive.

Equipment Schedules No. 3, 4, 5 and 6 each cover 100 50'6",  
70-ton capacity, general purpose, single sheath boxcars.  
The equipment on Equipment Schedule No. 3 is numbered TASD  
77201 through TASD 77300, inclusive. Equipment Schedules  
No. 4, 5 and 6 cover equipment numbered TASD 78001 through  
TASD 78100, inclusive, TASD 78101 through TASD 78200,  
inclusive, and TASD 78201 through TASD 78300, inclusive,  
respectively. The identifying marks on such equipment will  
be: "Owned by a Bank or Trust Company under a Security  
Agreement filed under the Interstate Commerce Act, Section  
20c," printed on each side of each unit of equipment.

Please file and record the Equipment Schedules No. 3, 4, 5  
and 6 referred to in this letter, assigning said documents  
recordation numbers 8797-A, B, C and D, respectively.

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Also enclosed is this Company's check in the sum of \$40.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing four documents.

Please return all copies of the enclosed counterparts not required by the ICC with recordation data stamped thereon to the representative of the office of Sullivan and Worcester, Attorneys at Law, Washington, D. C., who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman  
Secretary

MDG:md  
Enc.

EQUIPMENT SCHEDULE No. 5

SSI Rail Corp. hereby leases the following Boxcars to ..... pur-  
suant to that certain Lease Agreement dated as of April 4, 1977

| A.A.R.<br>Mech.<br>Desig. | Description   | Numbers              | Dimensions |                 |        | Doors<br>Width | No.<br>of<br>Cars |
|---------------------------|---|----------------------|------------|-----------------|--------|----------------|-------------------|
|                           |   |                      | Length     | Inside<br>Width | Height |                |                   |
| XM                        | 70 ton, 50'6"<br>inside length,<br>plate C with<br>nailable steel<br>floors, 10' wide<br>door opening,<br>sliding type<br>doors, with end<br>of car cushioning,<br>single sheath<br>box car | TASD 78101-<br>78200 |            |                 |        | 8797-C         | 100               |

SSI RAIL CORP.

*[Signature]*  
William J. Texido, President  
(TITLE)

DATE: May 31, 1977

Terminal Railway, Alabama State Docks

BY: *R. M. Hope*TITLE: *Director*DATE: *5/23/77*

STATE OF ALABAMA  
COUNTY OF MOBILE

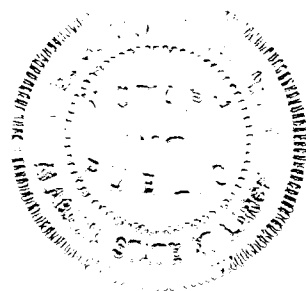
I, the undersigned authority, a Notary Public, in and  
for said state and county, hereby certify that \_\_\_\_\_

E. B. Brown  
whose name is signed to the foregoing instrument and who is  
known to me, acknowledged before me on this day that being  
informed of the contents of the instrument, he/~~she~~ executed  
the same voluntarily on the day the same bears date.

Given under my hand and seal this the 23 day of  
May, 19 77

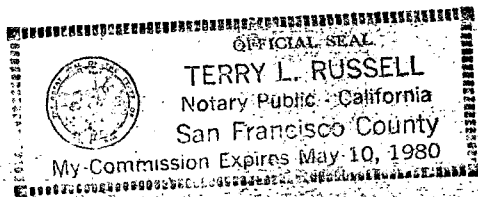
E. B. Brown  
NOTARY PUBLIC

My Commission Expires: My Commission Expires April 3, 1978



STATE OF California }  
COUNTY OF San Francisco }

On this 31<sup>st</sup> day of May, 1977, before me personally appeared W. J. Texido, to me personally known, who being by me duly sworn says that such person is President of SSI Rail Corp., that the foregoing Lease Agreement and Equipment Schedule No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Terry L. Russell  
Notary Public